

RECORDATION NO. 28017 - ^A FILED

AUG 21 '09 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 21, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423-0001

Re: RBSAF No. 98-070

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-070), dated as of August 18, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF No. 98-070) being filed with the Board under Recordation Number 28017

The names and addresses of the parties to the enclosed document are:

Assignor. RBS Asset Finance, Inc.
480 Jefferson Blvd
Warwick, RI 02886

Assignee: Farm Credit Services of Mid-America, PCA
1601 UPS Drive
Louisville, KY 40223

Anne K. Quinlan, Esquire
August 21, 2009
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A description of the railroad equipment covered by the enclosed document is:

13 pieces of maintenance of way equipment as follows: Plasser 09-3X Dynamic Wood Tamper 3378; 2 Nordco SP2R Spike Pullers 310164 and 310165; Kershaw 38-6 Adzer-Cribber 38-190-09; Kershaw 46-60 Ballast Regulator (Snow) 46-708-09; 2 Kershaw 35-14 Double Brooms 35-158-09 and 35-159-09, Kershaw RS64DL Scorpion Ramp Car RS64DL-167-09; Kershaw 12-12 Tie Crane 12-1279-09; 3 Kershaw RS64DL Scorpion Ramp Cars RS64DL-170-09, RS64DL-171-09 and RS64DL-172-09; and Kershaw 38-6 Adzer-Cribber 38-191-09.

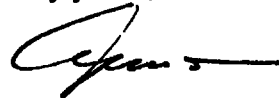
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-070).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W Alvord

RWA/sem
Enclosures

AUG 21 '09 -8 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of August 18, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and Farm Credit Services of Mid-America, PCA, a federally chartered financial institution ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 070 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Keri AlbertsName Keri Alberts
Assistant Vice President

Title _____

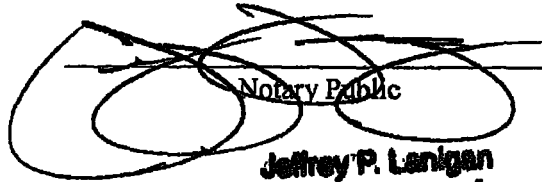
FARM CREDIT SERVICES OF MID-AMERICA, PCA, Assignee

By Jay L. CarverName Jay L. CarverTitle VP AGR BUSINESS

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is her free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 17th day of August, 2009.

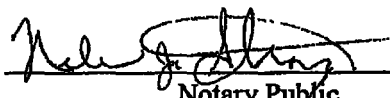

Notary Public
Jeffrey P. Lanigan



State of Kentucky)
) ss:
County of JEFFERSON)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Farm Credit Services of Mid-America, PCA, a federally chartered financial institution (the "Corporation"), by Jay L. Carter, its UPA Business, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Louisville, Kentucky, this 19th day of August, 2009.



Notary Public
Kentucky State-at-Large
Commission Expires: 6/18/2013

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

- 1 **Equipment Schedule:** Equipment Schedule No. 070.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 070 is 84 months commencing as of September 1, 2009.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 070 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges thereof and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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Equipment Location: 1301 North Gordon, Alvin, TX 77511 (Brazoria County)

1	Plasser	09-3X	Dynamic Wood Tamper	3378	X5400476
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Equipment Location: 5324 East Trent, Spokane, WA 99212 (Spokane County)

2	Nordco	SP2R	Spike Puller	310164 310165	X4700488 X4700489
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Equipment Location: 700 First Street, Havre, MT 59501 (Hill County)

1	Kershaw	38-6	Adzer-Cribber	38-190-09	X0300201
1	Kershaw	46-60	Ballast Regulator (Snow)	46-708-09	X0600468

Equipment Location: 10 South Houston, Amarillo, TX 79101 (Potter County)

1	Kershaw	35-14	Double Broom	35-158-09	X0500104
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Equipment Location: 78 County Road 2176, Cleveland, TX 77327 (Liberty County)

1	Kershaw	35-14	Double Broom	35-159-09	X0500105
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Equipment Location: 1807 27th Street, Fort Madison, IA 52627 (Lee County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-167-09 RS64DL-170-09	J6300038 J6300039
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Equipment Location: 1 North Main Street, Brookfield, MO 64628 (Linn County)

1	Kershaw	12-12	Tie Crane	12-1279-09	X6000330
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Equipment Location: 1700 North Kansas Avenue, Springfield, MO 65803 (Greene County)

2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-171-09	J6300040
				RS64DL-172-09	J6300041

Equipment Location: 601 East Highway 60, Vaughn, NM 88353 (Guadalupe County)

1	Kershaw	38-6	Adzer-Cribber	38-191-09	X0300202
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

8/21/09



Robert W Alvord